

RECORDATION NO. 7299-C Filed & Recorded

JUN 26 1974 4:20 PM

INTERSTATE COMMERCE COMMISSION

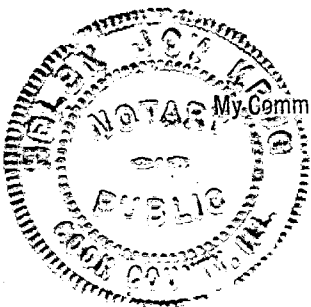
STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

C E R T I F I C A T E

The undersigned, Helen Joy Krug, a Notary Public in and for said County, states that she compared the attached copy of the Second Supplemental Equipment Trust Agreement, dated as of the 20th day of May, 1974, with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 21st day of June, 1974.

Helen Joy Krug
Notary Public



My Commission Expires July 10, 1976.

THIS SECOND SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated as of May 20, 1974, by and between UNION TANK CAR COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company"), and NATIONAL CITY BANK, a national banking association, as Trustee (the "Trustee").

WITNESSETH:

WHEREAS, Union Tank Car Company has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of January 15, 1974 (the "Trust Agreement"), providing for an issue of its Equipment Trust Certificates (Series 10) (the "Trust Certificates"), in aggregate principal amount of \$35,000,000; and

WHEREAS, the Company has filed with the Trustee its Request for a Substitution of Equipment pursuant to Section 5.06 of the Trust Agreement; and

WHEREAS, the Company desires to comply with Section 5.03 of the Trust Agreement by the execution of a supplement thereto, to evidence the inclusion of the aforesaid Equipment as a part of the Trust Equipment under the Trust Agreement;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar to it duly paid by the Trustee at the execution of these presents, the receipt whereof is hereby acknowledged, the Company covenants and agrees with the Trustee for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

ARTICLE ONE

Substitution of Equipment

The Equipment described in Schedule A hereto is hereby substituted for the Equipment specifically described in Schedule A of the Trust Agreement and Schedule B hereto.

ARTICLE TWO

Substituted Equipment Subject to Trust Agreement

The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects as though it had been part of the Trust Equipment specifically described in the Trust Agreement.

ARTICLE THREE

Concerning the Trustee

The Trustee accepts the provisions of this Second Supplemental Equipment Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement as amended. Without limiting the generality of the foregoing, the Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statements of the Company. The Trustee makes no representations and shall have no responsibility as to the validity of this Second Supplemental Equipment Trust Agreement.

ARTICLE FOUR

Miscellaneous Provisions

Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect.

This Second Supplemental Equipment Trust Agreement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Second Supplemental Equipment Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date and year first above written.

UNION TANK CAR COMPANY

By 

Vice President

Attest:



Assistant Secretary

NATIONAL CITY BANK

By 

Vice President

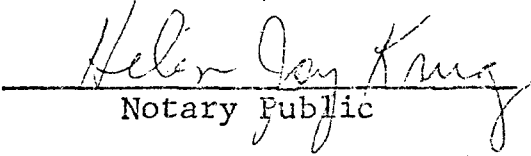
Attest:


Trust Officer

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

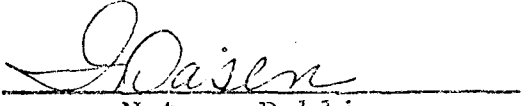
On the 20th day of May, 1974, before me personally came D. B. Romans, to be known, who, being by me duly sworn, did depose and say that he resides at 111 West Jackson Boulevard, Chicago, Illinois 60604; that he is a Vice President of UNION TANK CAR COMPANY, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

My Commission Expires July 10, 1976


Notary Public

STATE OF OHIO)
) SS
COUNTY OF CUYAHOGA)

On the 18th day of June, 1974, before me personally came David B. Davis, to be known, who being by me duly sworn, did depose and say that he resides at 6239 Mills Creek Lane, North Ridgeville, Ohio; that he is a Vice President of NATIONAL CITY BANK, the national banking association described in and which executed the foregoing instrument; that he knows the seal of said national banking association; that the seal affixed to said instrument is such seal; that it was so affixed by order of the Board of Directors of said national banking association, and that he signed his name thereto by like order.


Notary Public

I. DASEN
Notary Public For Cuyahoga County, O.
My Commission Expires Feb. 20, 1979

SERIES 10

SCHEDULE A

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	A.A.R. Mechanical Designation <u>Code</u>	<u>Capacity In Gallons</u>	<u>Road Numbers</u>
1	TM	23,000	58276
2	TM	23,500	72749 - 72750
<u>3</u>			

SERIES 10

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	A.A.R. Mechanical Designation <u>Code</u>	<u>Capacity</u> <u>In Gallons</u>	<u>Road Numbers</u>
1	LO	3,300 cu. ft.	BCOL2211
1	TMI	22,800	UTLX73076
2			
1			